

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

The Pullman Group, LLC,

Plaintiff,

vs.

Russell L. Bauknight, Personal Representative
of the Estate of James Brown; James Brown
Enterprises, Inc.; James Brown, LLC; Primary
Wave Music Publishing LLC; Shot Tower
Capital LLC; John Doe Corporations 1-5,

Defendants.

Case No. 1:22-cv-9713-KPF

**AMENDED RULE 7.1 DISCLOSURE
STATEMENT**

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, the undersigned attorney of record for Defendants Russell L. Bauknight, Personal Representative of the Estate of James Brown (the “Estate”), James Brown Enterprises, Inc. (“JBE”), James Brown, LLC (“JBLLC”), Primary Wave Music Publishing LLC (“Primary Wave”) and Shot Tower Capital LLC (“STC”) certifies as follows:

- (a) The Estate is a citizen of the State of South Carolina through the citizenship of the decedent, James Brown.
- (b) JBE has no corporate parent and no publicly held corporation owns 10% or more of its stock. JBE, which was dissolved prior to the filing of this action, was a citizen of the State of South Carolina.
- (c) JBLLC has no corporate parent and no publicly held corporation owns 10% or more of its stock. JBLLC, which was dissolved prior to the filing of this action, was a citizen of the

State of South Carolina through its sole member, HWM Holdco LLC. The sole member of HWM Holdco LLC was the Estate, a citizen of the State of South Carolina.

- (d) Primary Wave is not a proper party to this action, as it is not a party to the agreement upon which Plaintiff's claims against Primary Wave are solely predicated. Primary Wave and the actual contractual counterparty to the subject agreement, Primary Wave Music IP Fund 3 LP ("Primary Wave IP Fund"), have no corporate parents and no publicly held corporation owns 10% or more of either of their stock. Primary Wave IP Fund is a citizen of, *inter alia*, California, through the citizenship of one or more of its limited partners. As alleged in the Complaint, Plaintiff is also a citizen of California. While the ownership structure of Primary Wave IP Fund is complex and implicates significant privacy and confidentiality concerns, if and as the Court may direct, Primary Wave IP Fund will disclose the identities and citizenship of relevant parties possessing an ownership interest in that entity under seal or in such other manner as the Court may instruct.¹
- (e) STC has no corporate parent and no publicly held corporation owns 10% or more of its stock. STC is a citizen of the State of Maryland through its members, ShotCap Holdings, Inc. and Coldspring Capital, Inc.

¹ The Advisory Committee Note to the 2022 Amendment to Fed. R. Civ. P. 7.1 states, in part, as follows: "The rule recognizes that the court may limit the disclosure in appropriate circumstances. Disclosure might be cut short when a party reveals a citizenship that defeats diversity jurisdiction. Or the names of identified persons might be protected against disclosure to other parties when there are substantial interests in privacy and when there is no apparent need to support discovery by other parties to go behind the disclosure."

Dated: January 20, 2023
New York, New York

ROSENBERG, GIGER & PERALA P.C.

By: /s/ John J. Rosenberg
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Bauknight, Personal Representative of the
Estate of James Brown, James Brown
Enterprises, Inc., James Brown, LLC,
Primary Wave Music Publishing LLC and
Shot Tower Capital LLC*